

# Southern Pacific Transportation Company

Southern Pacific Building • One Market Plaza • San Francisco, California 94105

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September 23, 1991

1-269A047

RECORDATION NO. 16697-E  
FILED 1425

SEP 26 1991 - 11 25 AM

VIA HAND DELIVERY

Mr. Sidney L. Strickland, Jr.  
Secretary  
Interstate Commerce Commission  
12th Street and Constitution Avenue, N.W.  
Washington, D.C. 20423

Re: Lease Intended for Security Dated as of  
December 29, 1989, Between Southern Pacific  
Transportation Company, as Lessee, and First  
Interstate Bank of California, as Trustee

Dear Mr. Strickland:

Enclosed for recordation pursuant to the provisions of 49  
U.S.C. Section 11303(a) are an original and one photocopy of a  
Quitclaim Bill of Sale dated March 21, 1991, a secondary  
document, as defined in the Commission's Rules for the  
Recordation of Documents, 49 C.F.R. Section 1177.

The primary document to which this is connected is recorded  
under Recordation No. 16697.

The names and addresses of the parties to the enclosed  
document are as follows:

Lessors: First Interstate Bank of California, as Trustee  
345 California Street  
San Francisco, California 94104

Chase Commercial Corporation  
South 61 Paramus Road  
Paramus, NJ 07652

Sun Life Assurance Company of Canada (U.S.)  
Sun Life Assurance Company of Canada  
One Sun Life Executive Park  
Wellesley Hills, MA 02181

ROBERT S. BOGASON  
DAVID W. LONG  
CAROL A. HARRIS  
LELANE BUTLER  
GARY A. LAAKSO  
STEPHEN A. ROBERTS  
JAMES M. EASTMAN  
KEVIN D. JONES  
WAYNE M. BOLIO  
GENERAL ATTORNEYS

ROBERT E. PATTERSON  
CECELIA C. FUSICH  
ATTORNEYS

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RECORDING UNIT

Counter part - D. Harlan

Mr. Sidney L. Strickland, Jr.  
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Lessors: (continued)  
Chrysler Capital Corporation  
750 Battery Street, Suite 300  
San Francisco, CA 94111

Lessee/  
Sublessor: Southern Pacific Transportation Company  
Southern Pacific Building  
One Market Plaza  
San Francisco, California 94105

Sublessee: St. Louis Southwestern Railway Company  
Southern Pacific Building  
One Market Plaza  
San Francisco, California 94105

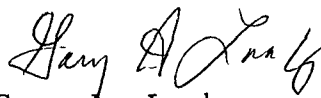
A description of the railroad equipment covered by the foregoing Quitclaim Bill of Sale is set forth in Annex I attached hereto.

A fee of \$15 is enclosed. Please return the photocopy evidencing the recordation data thereon to Gary A. Laakso, Esq., Southern Pacific Building, One Market Plaza, San Francisco, California 94105.

A short summary of the enclosed document to appear in the Commission's index is:

Quitclaim Bill of Sale dated March 21, 1991, executed by First Interstate Bank of California, as Trustee under the Lease Intended as Security dated as of December 29, 1989.

Very truly yours,

  
Gary A. Laakso

Enclosures

ATTACHMENT TO QUITCLAIM BILL OF SALE DATED MARCH 21, 1991

CAR INITIALS	CAR TYPE	DESCRIPTION	YEAR BUILT
SP	403035	FREIGHT CARS COVERED HOPPER CARS	65
SP	515532	FREIGHT CARS FLAT CAR – MULTI–LEVEL	73
SP	515566	FREIGHT CARS FLAT CAR – MULTI–LEVEL	73
SP	515567	FREIGHT CARS FLAT CAR – MULTI–LEVEL	73
SP	515569	FREIGHT CARS FLAT CAR – MULTI–LEVEL	73
SP	515586	FREIGHT CARS FLAT CAR – MULTI–LEVEL	73
SP	515589	FREIGHT CARS FLAT CAR – MULTI–LEVEL	73
SP	515591	FREIGHT CARS FLAT CAR – MULTI–LEVEL	73
SP	515611	FREIGHT CARS FLAT CAR – MULTI–LEVEL	73
SP	515615	FREIGHT CARS FLAT CAR – MULTI–LEVEL	73
SP	515628	FREIGHT CARS FLAT CAR – MULTI–LEVEL	73
SP	515630	FREIGHT CARS FLAT CAR – MULTI–LEVEL	73
SP	605202	FREIGHT CARS EQUIPPED BOX CARS	72
SP	605449	FREIGHT CARS EQUIPPED BOX CARS	73
SSW	73502	FREIGHT CARS COVERED HOPPER CARS	71
SSW	73660	FREIGHT CARS COVERED HOPPER CARS	71
SSW	73688	FREIGHT CARS COVERED HOPPER CARS	71
SSW	74173	FREIGHT CARS COVERED HOPPER CARS	72
SSW	74246	FREIGHT CARS COVERED HOPPER CARS	72
SSW	74601	FREIGHT CARS COVERED HOPPER CARS	74

QUITCLAIM BILL OF SALE SEP 26 1991 -11 25 AM

INTERSTATE COMMERCE COMMISSION

For valuable consideration, FIRST INTERSTATE BANK OF CALIFORNIA, as Trustee (hereinafter called "Trustee") does hereby sell to SOUTHERN PACIFIC TRANSPORTATION COMPANY (hereinafter called "Buyer") all of Trustee's right, title and interest in and to the personal property described below (the "Equipment").

SP	403035	SP	515628
SP	515532	SP	515630
SP	515566	SP	605202
SP	515567	SP	605449
SP	515569	SSW	73502
SP	515586	SSW	73660
SP	515589	SSW	73688
SP	515591	SSW	74173
SP	515611	SSW	74246
SP	515615	SSW	74601

Said Equipment is sold on an "as-is, where-is" basis, without any covenant or warranty expressed or implied, of any nature whatsoever except, the Trustee covenants and warrants that said Equipment is free of all liens and encumbrances created by the Trustee. THE WARRANTY IN THIS PARAGRAPH IS EXCLUSIVE AND IN LIEU OF ALL OTHER WARRANTIES OF TRUSTEE, WHETHER WRITTEN, ORAL OR IMPLIED, AND TRUSTEE SHALL NOT BY VIRTUE OF HAVING SOLD THE EQUIPMENT HERewith, BE DEEMED TO MAKE ANY REPRESENTATION OR WARRANTY AS TO THE MERCHANTABILITY, FITNESS, DESIGN OR CONDITION OF, OR AS TO THE QUALITY OF THE MATERIAL OR WORKMANSHIP IN, THE EQUIPMENT, OR ANY OTHER REPRESENTATION OR WARRANTY WHATSOEVER. By acceptance of said Equipment transferred hereunder, Buyer agrees to pay all sales and use taxes heretofore assessed or levied against said Equipment.

TO HAVE AND TO HOLD the Equipment unto the Buyer, its successors and assigns, for its and their own use, forever.

IN WITNESS WHEREOF, the Trustee has caused this Quitclaim Bill of Sale to be executed on its behalf on this 21<sup>st</sup> day of March, 1991.

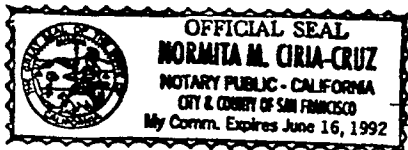
FIRST INTERSTATE BANK OF CALIFORNIA  
As Trustee under a Lease Intended as  
Security dated as of December 29, 1989

By  
Title

  
ASSISTANT VICE PRESIDENT

STATE OF CALIFORNIA       )  
                                  ) ss.  
County of San Francisco    )

On this 21<sup>st</sup> day of March, in the year 1991,  
before me, NORMITA M. CIRIA-CRUZ, a Notary Public in and for the  
State of California, personally appeared LOUIS BERBAUM and  
\_\_\_\_\_ personally known to me (or proved to me  
on the basis of satisfactory evidence) to be the ASSISTANT VICE PRESIDENT  
and \_\_\_\_\_, respectively, of FIRST  
INTERSTATE BANK OF CALIFORNIA, Trustee, the Corporation described in and  
that executed the within instrument, and also known to me to be the  
persons who executed it on behalf of said Corporation therein named, and  
they acknowledged to me that such Corporation executed it the same as such  
Trustee, as therein set forth.



Normita M. Ciria-Cruz  
Notary Public for the State of California